



**MARVEL  
COMICS  
GROUP**

# the AMAZING SPIDER-MAN

APPROVED  
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38  
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IND.

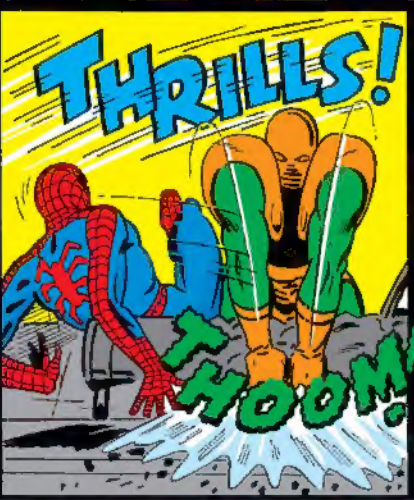
12¢



HERE'S  
**SPIDEY**  
AT HIS  
FIGHTING  
BEST!

"JUST A  
GUY  
NAMED  
JOE!"

JUST WAIT'LL YOU  
SEE THE OFF-BEAT  
**SUPER-VILLAIN**  
STARRING IN THIS  
ISH! HE'S THE  
PRIZE PUSSYCAT  
OF THE YEAR!



**THRILLS!**

**THOOM!**



**SPILLS!**



**CHILLS!**

NUFF SAID!



# THE AMAZING SPIDER-MAN!

## "JUST A GUY NAMED JOE!"

OUR MILDLY TERRIFIC TALE OPENS IN A CROWDED NEIGHBORHOOD GYM, WHERE WE FIND A NOT-OVERLY-BRIGHT HABITUÉ NAMED JOE SMITH INDULGING HIMSELF IN ONE OF HIS EVER-PRESENT DAY-DREAMS--

YES SIREE! NO MATTER WHAT *ANYONE* THINKS OF ME *NOW*, I'M GONNA BE THE *CHAMP* SOME DAY! I'M GONNA REALLY *BE* SOMEBODY! I *KNOW* IT!

GOOD THING YOU KNOW IT, SMITH! NOBODY *ELSE* DOES!

THAT GUY'S A REAL PANIC!

GOWAN, LAUGH AT ME *NOW*! YOU WON'T LAUGH LATER!



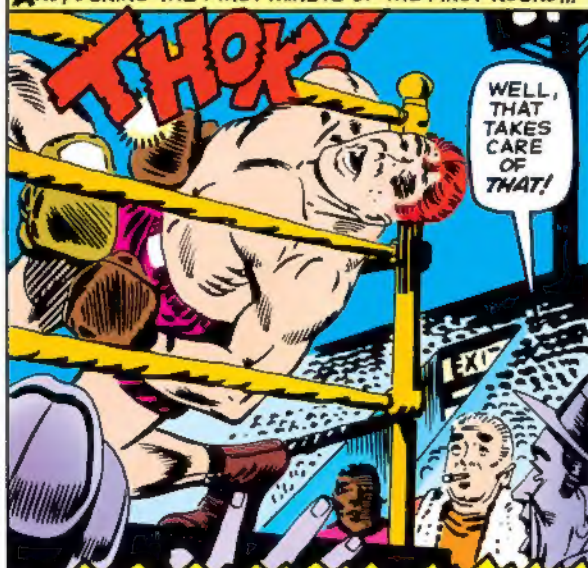
MR. TOMKINS, I'VE ASKED YOU TO MANAGE ME FOR MONTHS, AND I'M NEVER GONNA *STOP* ASKIN' UNTIL YOU SAY YOU *WILL*! NOW, HOW ABOUT IT--?

OKAY, KID! IF YOU WANNA GET YOUR HEAD HANDLED TO YOU, THAT'S YOUR BUSINESS!

I'LL BOOK YOU A MATCH! IT'S THE ONLY WAY I'LL GET YOU OFF MY BACK!

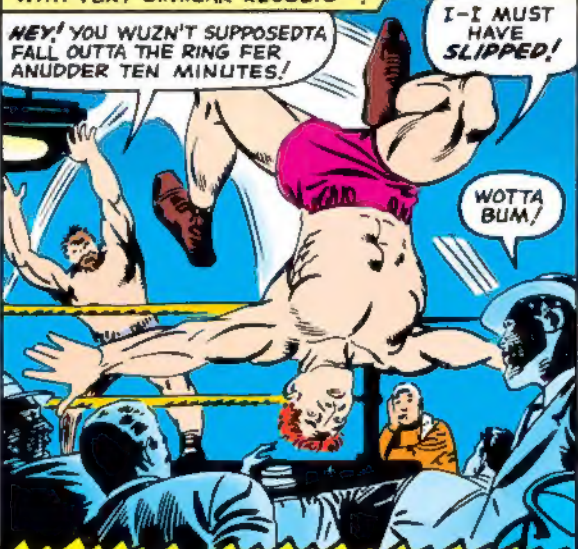


AND, DURING THE FIRST MINUTE OF THE FIRST ROUND...



WELL, THAT TAKES CARE OF THAT!

NEXT, JOE SMITH TRIES THE *WRESTLING* GAME-- WITH VERY SIMILAR RESULTS--!



I-I MUST HAVE SLIPPED!

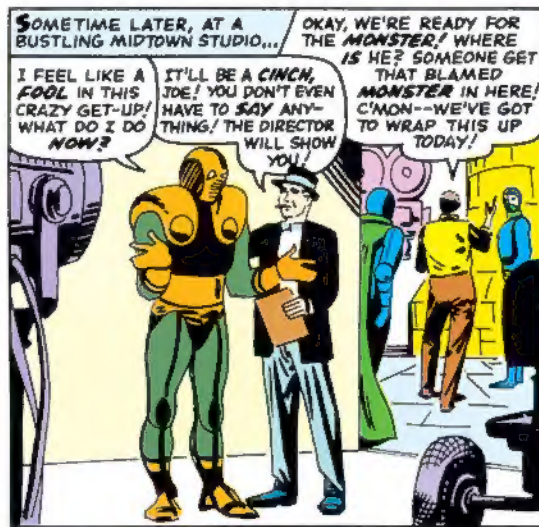
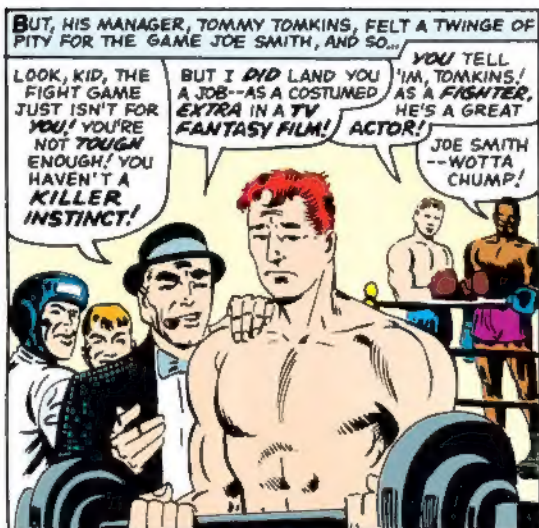
WOTTA BUM!

WRITTEN AND EDITED  
BY STAN LEE

PLOTTED AND DRAWN  
BY STEVE DITKO

LETTERED, UNFETTERED  
BY ARTIE SIMEK







**LOOK OUT!** THAT DEBRIS IS FLYING TOO NEAR THE **ARC LIGHTS!** UH OH--!

**HEADS UP! IT'S FALLING IN A PUDDLE OF SPILLED CHEMICALS, FROM THE PREVIOUS SCENE!**

**WATCH  
IT!  
THOSE  
WIRES  
ARE STILL  
LIVE!**

**SWITCH OFF THE CURRENT!!  
HURRY, MAN! THAT EXTRA IS  
GETTING THE FULL IMPACT OF  
THE SHOCK!!**

UHHHHH--!

A comic book panel featuring a character with a large, stylized head and a speech bubble saying "UNNNNN--!". The character has a large, round head with a small body, and is surrounded by a large, stylized, wavy shape. The background is red with white, jagged, lightning-bolt-like patterns. The character's head is white with black outlines, and the body is black with white outlines. The speech bubble is white with black outlines and contains the text "UNNNNN--!". The overall style is reminiscent of classic comic book art.

**OKAY!  
THE  
POWER!  
OFF!**

**BUT LOOK AT THAT GUY! HE'S OUT COLD! SOMEBODY BETTER GET A DOCTOR!**

NO! HE'S STARTING  
TO COME AROUND  
NOW! HE'LL BE  
OKAY! WE DOUSED  
THE CURRENT IN  
TIME!

TAKE IT EASY, JOE!  
YOU'LL BE OKAY! I  
GUESS YOU JUST  
WEREN'T CUT OUT TO  
BE AN ACTOR EITHER,  
KID!

WE'LL USE THAT SCENE!  
IT'LL BE SENSATIONAL!  
GOOD WORK, WHATEVER  
YOUR NAME IS!

I FEEL LIKE  
I BEEN KICKED BY A  
MULE! MY HEAD--  
IT'S ACHING TO BEAT  
THE BAND!---I WAS  
BETTER OFF IN THE  
RING!

## WHA-WHAT'S HAPPENED?

**THEN, A FEW MINUTES LATER...**

**I STILL FEEL  
KINDA STRANGE!  
NOTHING HURTS  
ME, BUT I FEEL  
SORT OF ---  
DIFFERENT!**

WELL, ANY  
CHANGE'LL BE AN  
IMPROVEMENT!  
JUST REST UP  
FOR A WHILE!

AND NOW, WHILE JOE SMITH IS RESTING, WE JUST REMEMBERED THAT YOU MIGHT ALSO BE INTERESTED IN THE ACTIVITIES OF ~~PETER ROOPER~~.

HOLY SMOKE! HAS  
OLD JAMESON GOT  
ANOTHER NEW  
SECRETARY? SHE  
MUST BE THE THIRD  
THIS WEEK!

**I QUIT! I  
WON'T WORK  
FOR THAT OLD  
SKINFLINT  
ANOTHER  
SECOND!**

--AND  
TODAY'S  
ONLY  
TUESDAY!

NO WONDER HE  
CAN'T KEEP A  
SECRETARY! A  
MAN WITH A  
TEMPER LIKE  
MIS OUGHT TO  
BE IN A CAGE!

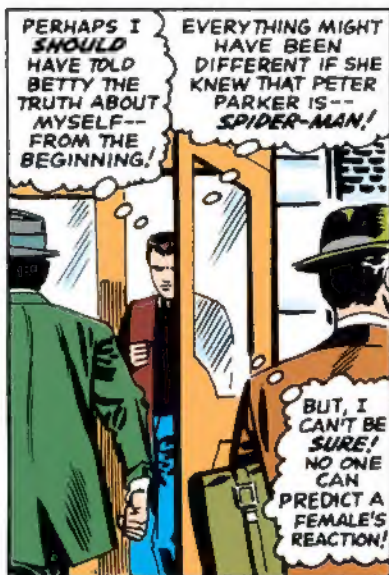
SOMETHING TELLS  
ME I PICKED A BAD  
TIME TO COME TO  
THE **DAILY BUGLE**  
TO ASK JOLLY  
JONAH WHY HE  
HASN'T SENT ME MY  
**CHECK** YET FOR THE  
NEWS PHOTOS I SOLD  
HIM  
LAST  
MONTH!

OH  
WELL









PERHAPS I **SHOULD** HAVE TOLD BETTY THE TRUTH ABOUT MYSELF-- FROM THE BEGINNING!

EVERYTHING MIGHT HAVE BEEN DIFFERENT IF SHE KNEW THAT PETER PARKER IS-- **SPIDER-MAN!**

BUT, I CAN'T BE **SURE!** NO ONE CAN PREDICT A FEMALE'S REACTION!



I ALMOST HOPE THAT LEADS **DOES** FIND HER! IT MIGHT BE FOR THE BEST!

WHAT CHANCE WOULD **WE** HAVE FOR HAPPINESS-- WITH THE SECRET I MUST ALWAYS CARRY WITH ME?!!



BUT NOW, LET'S CHANGE OUR SCENE BEFORE THERE'S NOT A DRY EYE LEFT IN THE HOUSE--

OKAY, FELLA-- IF YOU'RE FEELING BETTER NOW, WE'LL START SHOOTING THE **BIG FIGHT SCENE!**

I FEEL ALL RIGHT! LET'S GET IT OVER WITH!

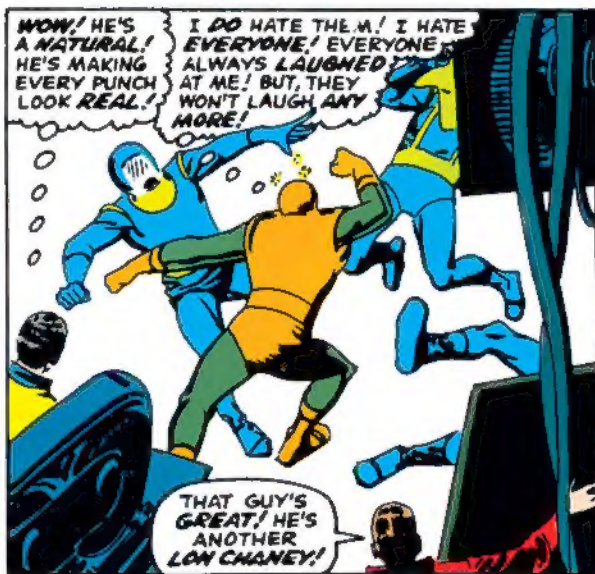


REMEMBER, YOU'RE A MONSTROUS ALIEN BEING-- AND YOU WANT TO DESTROY THOSE INNOCENT SPACE EXPLORERS!

SO, TEAR INTO THEM AS THOUGH THEY'RE YOUR WORST ENEMIES-- AND DON'T WORRY-- THEY'RE ALL WELL-TRAINED STUNT MEN-- THEY WON'T HURT YOU!

**QUIIIIIET ON THE SET! SCENE SIXTEEN-- TAKE ONE!**

IT'S FUNNY! I FEEL AS THOUGH THEY ARE MY ENEMIES!



**WOW!** HE'S A NATURAL! HE'S MAKING EVERY PUNCH LOOK REAL!

I DO HATE THE M. I HATE EVERYONE! EVERYONE ALWAYS LAUGHED AT ME! BUT, THEY WON'T LAUGH ANY MORE!

THAT GUY'S GREAT! HE'S ANOTHER **LON CHANEY!**



THEY ALWAYS SAID I'D NEVER MAKE A GOOD FIGHTER BECAUSE I DIDN'T HAVE THE **KILLER INSTINCT--** BECAUSE I DIDN'T HAVE A FIGHTER'S HEART-- BECAUSE I DIDN'T GET MAD ENOUGH!



BUT THEY'LL NEVER SAY THAT TO ME AGAIN-- NOT EVER!



I DON'T EVEN THINK HE'S **ACTING!** IF YOU ASK ME, HE'S GONE **BERSERK!**

SHOULD WE BREAK IT UP?

NOT ON YOUR **LIFE!** THIS'LL BE THE GREATEST FIGHT SCENE I'VE EVER FILMED!!



**BUT THEN, MINUTES LATER--**

**WAIT! COME BACK!**  
OUR CAMERAS AREN'T  
SET UP TO TAKE PICTURES  
IN THE STREET!

CAMERAS?  
WHO CARES  
ABOUT  
CAMERAS  
?!!

**CRACK!**



ALL I WANT TO DO  
IS **STRIKE BACK**  
AT EVERYBODY!!  
MAKE THEM ALL  
SORRY THEY  
LAUGHED AT ME!!  
I'LL SHOW THEM!  
I'LL SHOW THEM  
ALL!

BEFORE I'M DONE--THEY'LL  
REALIZE THAT JOE SMITH IS  
**SOMEBODY!!** BUT--I DON'T  
GET IT! I DON'T UNDERSTAND--!

WHERE DID ALL THIS  
**STRENGTH** COME FROM??  
HOW COME I CAN LIFT  
A COUPLE OF CARS SO  
EASILY??



**AND, WALKING DOWN THAT VERY  
STREET, WE FIND--**

OF COURSE, BEING  
A REPORTER, THERE'S A GOOD  
CHANCE THAT NED LEEDS MIGHT  
BE ABLE TO LOCATE  
BETTY--  
**WATCH**  
IT, FELLA!  
DON'T WALK  
IN THAT  
DIRECTION!

**RUN!** THE  
STREET ISN'T  
SAFE WITH THAT  
COSTUMED  
POWERHOUSE  
BACK THERE!



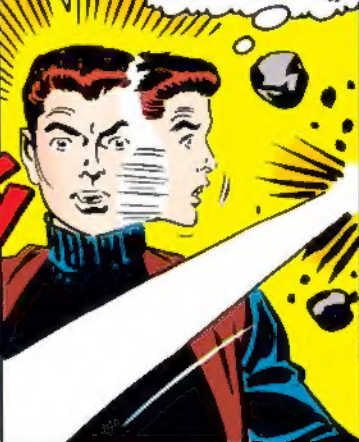
SHE'S SO **ALONE!** NO FAMILY--  
NO FRIENDS! IF ONLY I KNEW  
SHE WAS OKAY! WHAT IF SHE  
**NEEDS** SOMETHING?

IF-IF ANYTHING'S  
**WRONG**--I'LL  
ALWAYS FEEL  
IT WAS MY  
FAULT!



**SAY!** WHAT'S  
GOING ON  
HERE?

**WOW!- I DON'T  
KNOW WHO THAT  
IS--BUT I GUESS  
IT'S WEB-  
SPINNING TIME!!**

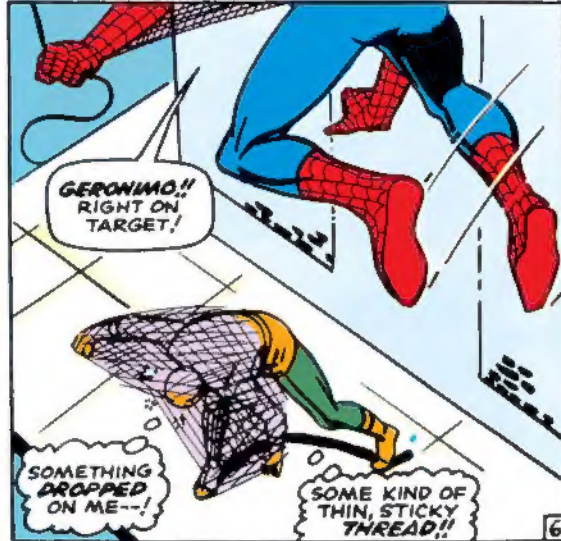


IT LOOKS LIKE SOME REFUGEE  
FROM A HALLOWEEN PARTY  
RUNNING AMOK!

I'D BETTER  
SLOW HIM  
DOWN WITH  
SOME  
**WEBBING**  
UNTIL I LEARN  
WHO--AND  
WHAT--HE IS!



**GERONIMO!!**  
RIGHT ON  
TARGET!



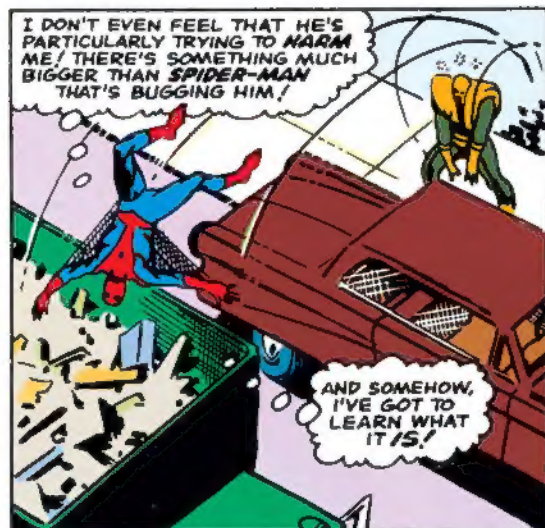
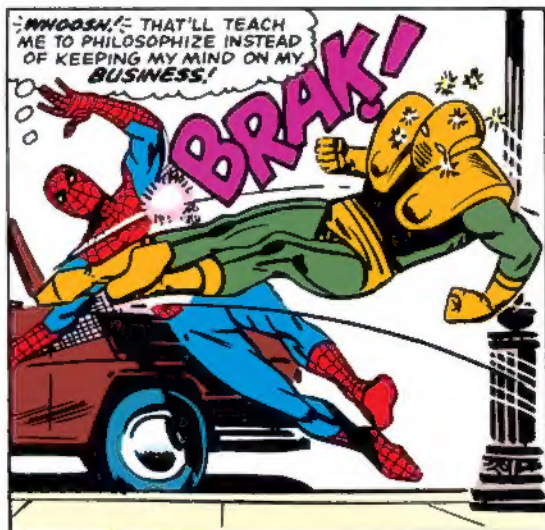
SOMETHING  
DROPPED  
ON ME--!

SOME KIND OF  
THIN, STICKY  
THREAD!!











**AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN...**

THANKS FOR THE LIFT, HARRY!

DON'T MENTION IT, PA!

CAN FLASH AND I BORROW THE CAR FOR THE REST OF THE EVENING?

SURE! WHY NOT?

WHAT A GREAT GUY MR. OSBORN IS!

**BUT, A FEW SECONDS LATER...**

I THOUGHT THEY'D NEVER DRIVE AWAY!

NOW'S MY CHANCE TO MAKE A QUICK CHANGE! NO ONE IS APT TO NOTICE IN THIS GLOOMY, DARKENED CORNER...

**THERE!** NOW, WITH MY IDENTITY SAFELY DISGUISED, IT'S TIME FOR ME TO KEEP MY LITTLE APPOINTMENT!

**AND SO...**

YOU CALLED US TOGETHER TO DO A JOB FOR YOU, AND YOU WON'T EVEN TELL US WHO YOU ARE?

THAT'S RIGHT! MY OWN IDENTITY IS OF NO IMPORTANCE!

AT FIRST I THOUGHT HE WAS PUTTIN' US ON--BUT HE ISN'T!

NOPE! HE MEANS IT, ALL RIGHT!

BUT IT ISN'T POSSIBLE! HOW CAN WE DO IT??

WHAT CHANCE WOULD WE HAVE OF FINISHING OFF --SPIDER-MAN?!!

AS YOU CAN SEE, I'M PREPARED TO PAY HANDSOMELY TO INSURE THAT SPIDER-MAN NEVER INTERFERES WITH ME AGAIN!

AND, TO PREVENT ANY DOUBLE-CROSSING, I'VE CUT THESE BILLS IN HALF! YOU TAKE ONE HALF NOW--I'LL DELIVER THE OTHER HALF WHEN THE WEB-SLINGER HAS BEEN PUT OUT OF ACTION!

YOU KNOW I'LL PAY OFF, SINCE MY HALF IS WORTHLESS TO ME NOW, ANYWAY!

IT'S A DEAL!

HANDLE IT ANY WAY YOU WANT TO! ALERT THE ENTIRE UNDERWORLD TO THE REWARD I'M OFFERING! SPIDER-MAN CAN'T ELUDE ALL OF YOU!

WITH ALL THAT BREAD WAITIN' FOR US, HE AINT GOT A CHANCE!

WHAT'S HE DONE TO YOU THAT MAKES YOU SO ANXIOUS TO GET 'IM?

THAT'S MY BUSINESS! JUST YOU HANDLE YOUR END OF THE DEAL--AND DON'T ASK TOO MANY QUESTIONS!

RELAX, MY FRIEND! SPIDER-MAN IS AS GOOD AS KAPUT!

AND NOW, WHILE WE ALL CLEAR OUR HEADS AND TRY TO UNDERSTAND WHAT'S GOING ON HERE, LET'S QUICKLY VISIT THE CAMPUS AT EMPIRE STATE U....

HI, GALS! WAIT UP FOR US!

LOOK, GWEN! IT'S FLASH THOMPSON AND HARRY OSBORN!

I KNOW--THE TWO CHARTER MEMBERS OF THE "LET'S HATE PETE PARKER" CLUB!



WHILE, JUST A STONE'S THROW AWAY...

ANOTHER STUDENT PROTEST! WHAT ARE THEY AFTER *THIS* TIME?

DIDN'T YOU *HEAR*? THEY'RE PROTESTING TONIGHT'S PROTEST MEETING!

IT FIGGERS!



HEY, PARKER! NOT SO FAST! WE CAN USE ANOTHER MAN TO CARRY A SIGN! C'MON, JOIN IN THE PROTEST MARCH!

NOT ME! I HAVEN'T GOT *TIME*! BESIDES, I'VE NOTHING TO PROTEST ABOUT!



NOTHING TO *PROTEST* ABOUT?? WHAT ARE YOU-- SOME KINDA RELIGIOUS FANATIC, OR SOMETHIN'?

WHAT SMATTER WITH YOU? AREN'T YOU INTERESTED IN SAVING THE WORLD??

ANYWAY, IT'S AN EXCUSE TO CUT CLASSES!

--AND MAYBE YOU'LL GET YOUR PICTURE IN *NEWSWEEK*!



SAY! LOOK WHO'S OVER THERE WITH THE *MARCHERS*!

IT'S THAT LIGHT-WEIGHT, *PETER PARKER*! WOULDN'TCHA *KNOW* IT?

HE'S NOT WITH THEM! LOOK-- HE'S LEAVING!



C'MON, PARKER-- IF YOU JOIN *OUR* PROTEST MEETING, WE'LL JOIN ONE OF *YOURS* SOME-TIME!

SURE! AND, IF YOU'VE NOTHING TO PROTEST, DON'T WORRY ABOUT IT! THAT WON'T STOP US!

FORGET IT!



AWW-- YOUR COUSIN LIKES LAWRENCE WELK!

GOWAN BACK TO *SQUARESVILLE*, YOU ROSY-CHEEKED REACTIONARY!

I'D BETTER CUT OUT, BEFORE I GIVE THEM SOMETHING TO PROTEST ABOUT!



JUST AS I *THOUGHT*, PARKER-- YOU'RE EVEN TOO PUNY TO CARRY A *SIGN*, HUH?

NO MATTER *WHAT* FLASH SAYS TO ME, IT'S HARD TO GET *MAD* AT HIM! EVEN THOUGH HE HAS NO USE FOR PETER PARKER, HE'S ONE OF *SPIDER-MAN'S* MOST LOYAL FANS!

DON'T YOU EVER LOSE YOUR TEMPER, MOP TOP?



SURE! BUT NOT WHEN A BIG ZERO LIKE YOU TRIES TO GOAD ME!

I DON'T GET IT, FLASH! WHY DIDN'T YOU TAKE A *POKE* AT HIM? I WOULD HAVE!

WELL, HE'S STILL *THERE*! GO ON-- BE MY GUEST!

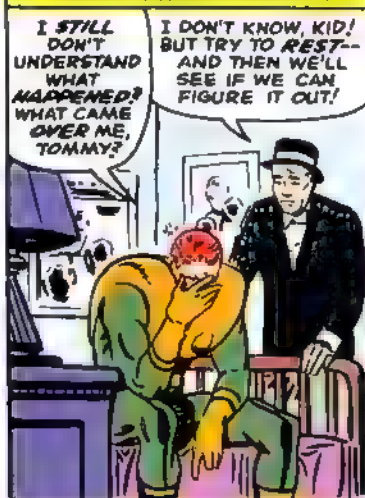
AWW-- I'D BE AFRAID OF *HURTING* HIM!



NO MATTER WHAT THE *OTHERS* SAY, THERE'S SOMETHING SO *STRONG*--SO *PROUD* ABOUT PETER PARKER--!

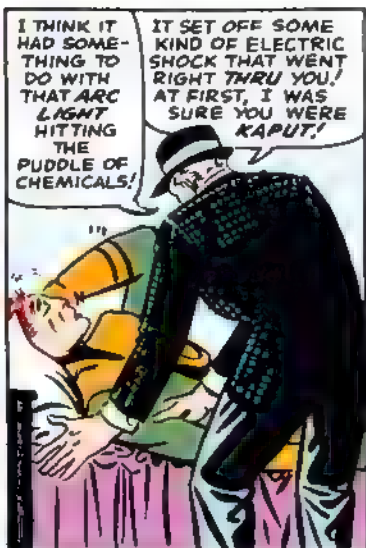


**STUDENTS! ALL TOGETHER NOW!  
SWITCH SCENES--SWITCH!**



I STILL DON'T UNDERSTAND WHAT HAPPENED? WHAT CAME OVER ME, TOMMY?

I DON'T KNOW, KID! BUT TRY TO REST-- AND THEN WE'LL SEE IF WE CAN FIGURE IT OUT!



I THINK IT HAD SOMETHING TO DO WITH THAT ARC LIGHT HITTING THE PUDDLE OF CHEMICALS!

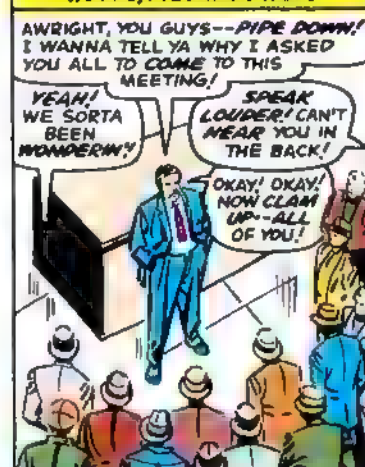
IT SET OFF SOME KIND OF ELECTRIC SHOCK THAT WENT RIGHT THRU YOU! AT FIRST, I WAS SURE YOU WERE KAPUT!



HE FELL ASLEEP WHILE I WAS YAKKIN' AT HIM!

HE'S REALLY A GOOD EGG! I'D LIKE TO HELP HIM-- BUT I DON'T EVEN KNOW WHERE TO START--WHAT TO DO--?

**MEANWHILE, AT THE HEADQUARTERS OF WHAT MIGHT BE CALLED: MOODS, INCORPORATED!**



AWRIGHT, YOU GUYS--PIPE DOWN! I WANNA TELL YA WHY I ASKED YOU ALL TO COME TO THIS MEETING!

YEAH! WE SORTA BEEN WONDERIN'!

SPEAK LOUDER! CAN'T HEAR YOU IN THE BACK!

OKAY! OKAY! NOW CLAM UP--ALL OF YOU!



A CERTAIN PARTY HAS OFFERED A REWARD TO THE MAN WHO FINALLY BEATS SPIDER-MAN! A REWARD BIG ENOUGH TO PUT YOU ON EASY STREET--PERMANENTLY! WHAT DO YOU SAY TO THAT?

SPIDEY'S NO PUSH-OVER! HOW BIG IS THE REWARD?

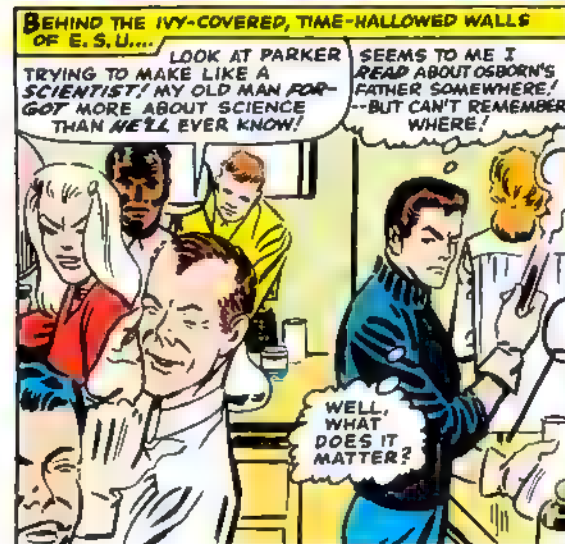


HOW DOES TWENTY THOUSAND GREENIES SOUND TO YOU?

TWENTY GRAND?!!

LET'S GO!

WHAT ARE WE WAITIN' FOR??

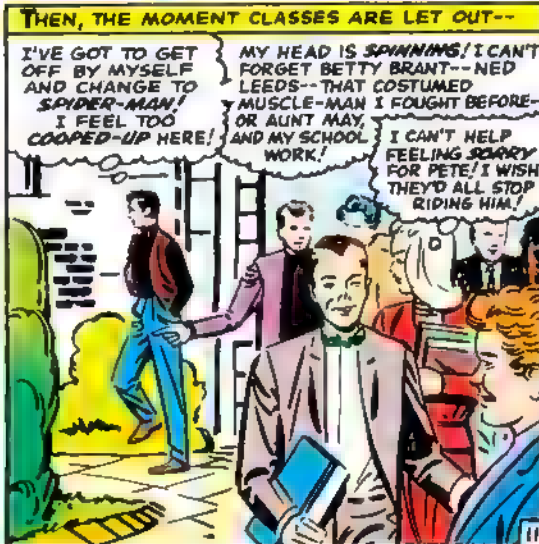


**BEHIND THE IVY-COVERED, TIME-HALLOWED WALLS OF E. S. U.---**

LOOK AT PARKER TRYING TO MAKE LIKE A SCIENTIST! MY OLD MAN FORGOT MORE ABOUT SCIENCE THAN WE'LL EVER KNOW!

SEEMS TO ME I READ ABOUT OSBORN'S FATHER SOMEWHERE! --BUT CAN'T REMEMBER WHERE!

WELL, WHAT DOES IT MATTER?



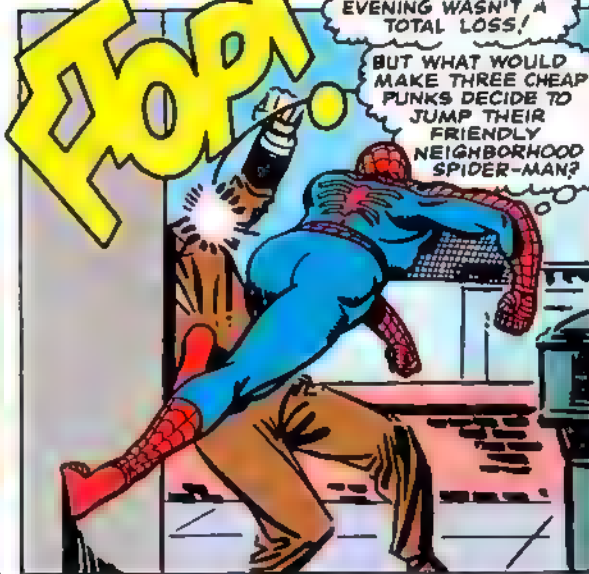
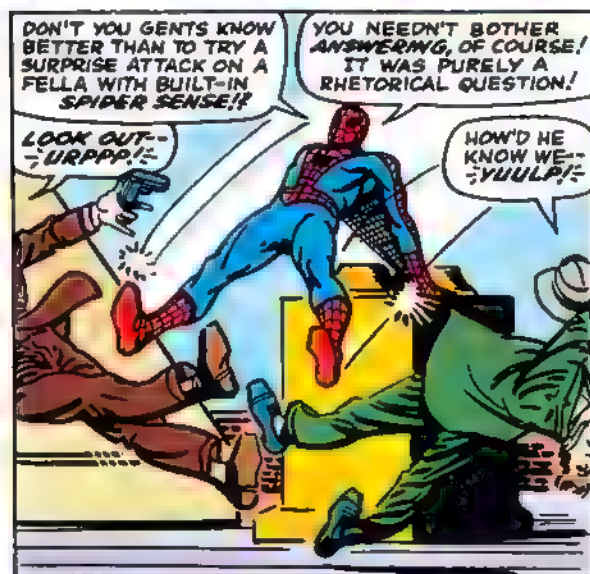
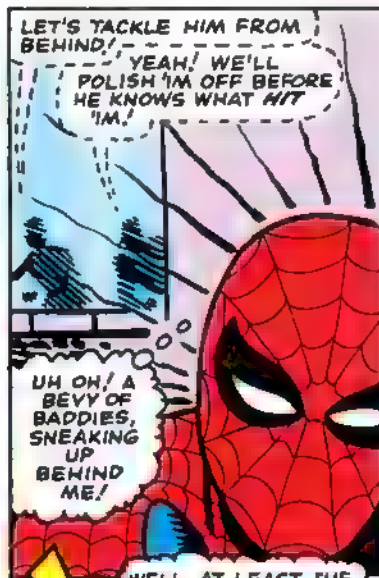
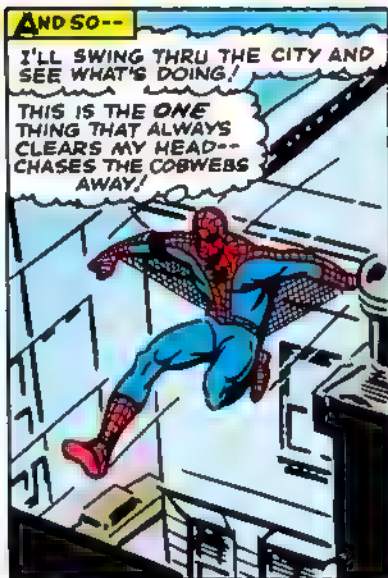
**THEN, THE MOMENT CLASSES ARE LET OUT--**

I'VE GOT TO GET OFF BY MYSELF AND CHANGE TO SPIDER-MAN! I FEEL TOO COOPED-UP HERE!

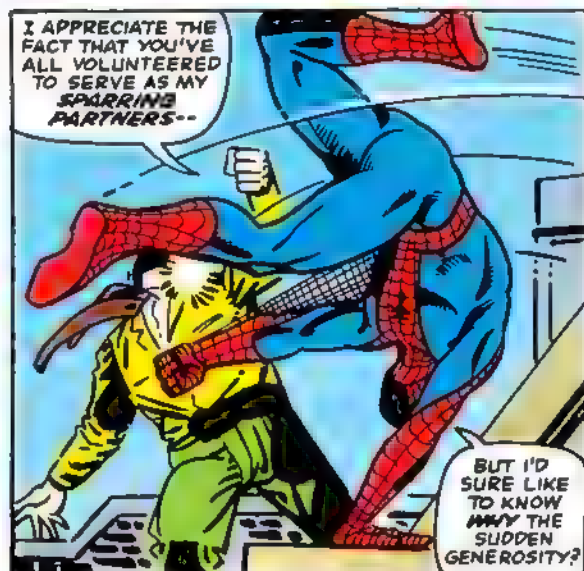
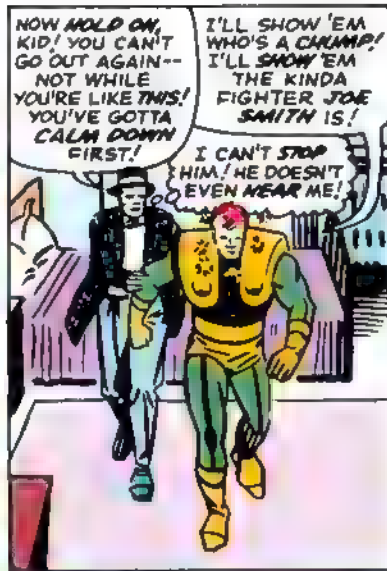
MY HEAD IS SPINNING! I CAN'T FORGET BETTY BRANT--NED LEEDS--THAT COSTUMED MUSCLE-MAN I FOUGHT BEFORE--OR AUNT MAY, AND MY SCHOOL WORK!

I CAN'T HELP FEELING SORRY FOR PETE! I WISH THEY'D ALL STOP RIDING HIM!







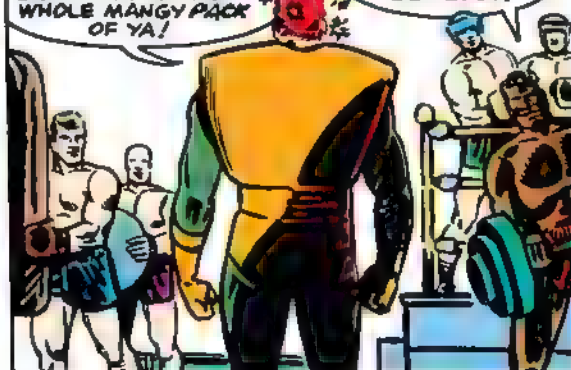




AND, AT THAT EXACT, PRECISE, SELF-SAME SPLIT-SECOND (NOT THAT IT WOULD REALLY MAKE ANY DIFFERENCE IF IT WAS A BIT EARLIER OR LATER), A STRANGELY-GARBED FIGURE ENTERS A CROWDED GYM--

REMEMBER ME, YOU CREEPS? I'M JOE SMITH--AND I'M GONNA WALLOP THE LIVIN' DAY-LIGHTS OUT OF THE WHOLE MANGY PACK OF YA!

OKAY, CANYASBACK, WE ALL GOT A LAUGH OUTTA YOUR CRAZY COSTUME--NOW GET LOST!



NAH, LET 'IM HANG AROUND, MARVIN! HE KINDA DRESSES UP THE JOINT!

YEAH! HE'S PURTY AS A PICTURE IN HIS NEW SUNDAY-GO-TO-MEETIN' DUDS!

I HOPE HE REALLY IS LOOKIN' FOR A FIGHT! I AINT KNOCKED NOBODY'S BLOCK OFF IN WEEKS!

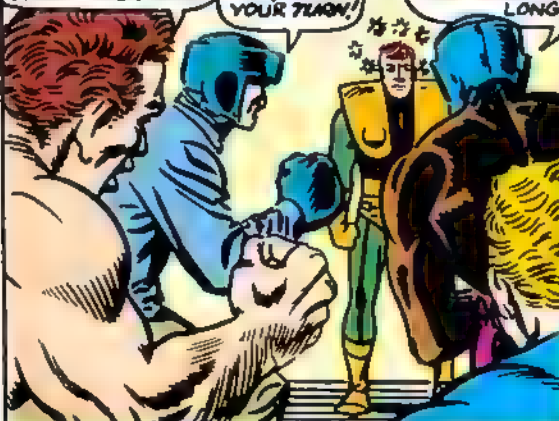


YOU BET I'M LOOKIN' FOR A FIGHT! C'MON NOW--WHO'S GONNA BE FIRST? OR DO I HAVETA PICK MY OWN VICTIMS?

OKAY, SONNY BOY--YOU'RE ASKIN' FOR IT! STEP ASIDE, YOU GUYS--HE'S MINE!

UH UH! I WANT FIRST CRACK AT 'IM! TAKE YOUR TURN!

JUST STAY WHERE YOU ARE, SMITH! THIS WON'T TAKE LONG!



YOU BET IT WON'T!

I'VE BEEN WAITIN' FOR THIS EVER SINCE I CAN REMEMBER! I HATE ALL OF YOU PUNKS!

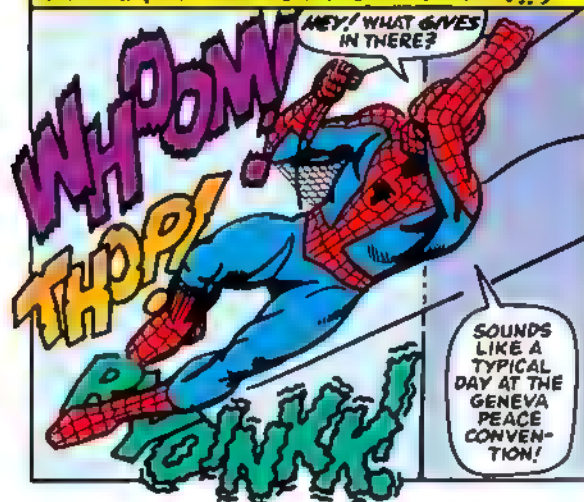
HEY!--ULLP!--



AND NOW, WE'RE SURE IT WILL COME AS NO SURPRISE TO ANY LOYAL SPIDEROPHILE TO SEE SPIDEY SWINGING PAST THE GYM DURING THE AFOREMENTIONED DONNY-BROOK... (OR: HOW WORDY CAN YOU GET?!!)

HEY! WHAT GIVES IN THERE?

SOUNDS LIKE A TYPICAL DAY AT THE GENEVA PEACE CONVENTION!



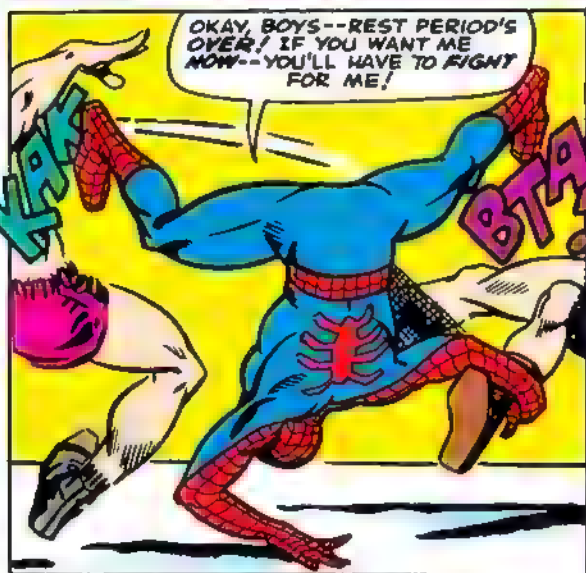
WELL, HOW ABOUT THAT ?!!

JUST THE ONE I'M LOOKING FOR!

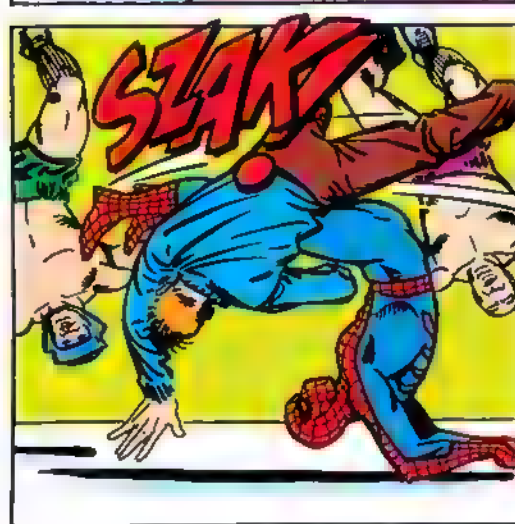
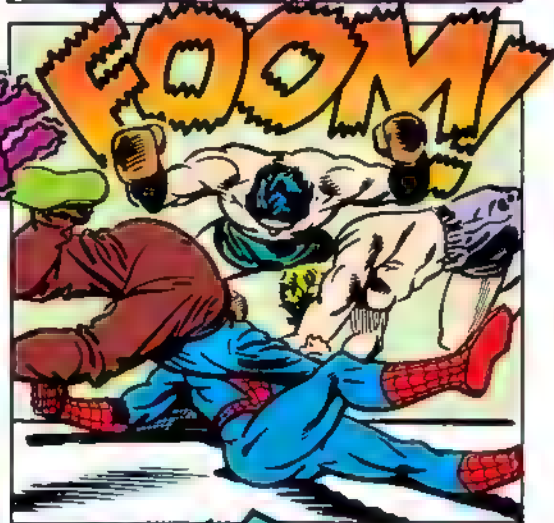
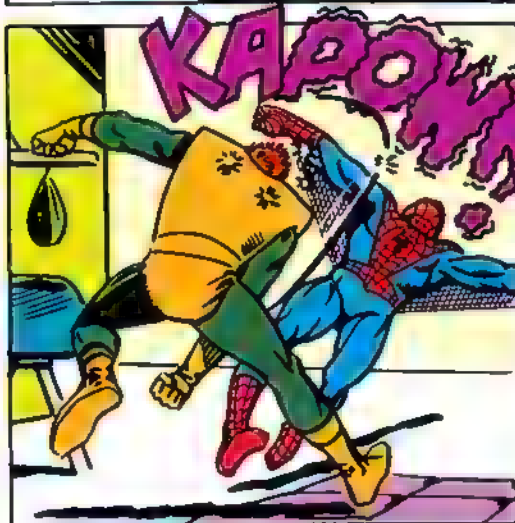
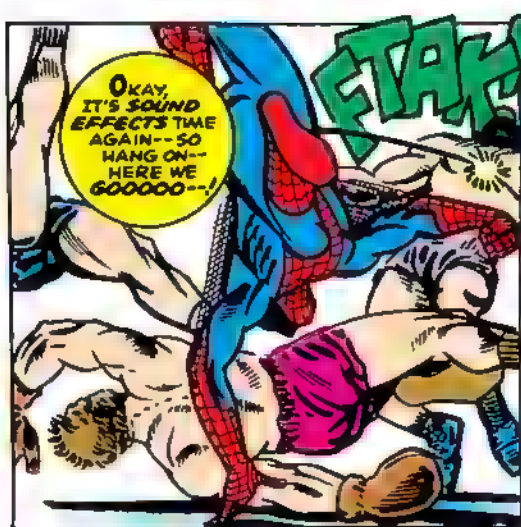
DOESN'T HE EVER STOP FIGHTING?



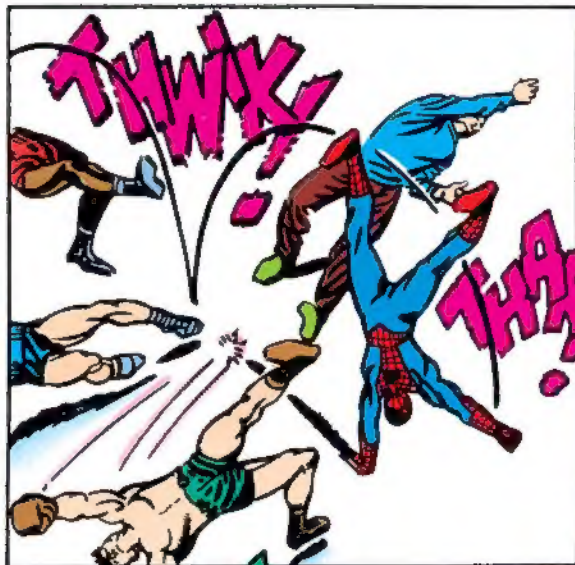












AND NOW, WITH ONE FINAL "PAKOW!" WE END OUR SCINTILLATING SOUND-EFFECTS SECTION--AS SMILIN' STAN THANKS YOU, ONE AND ALL, FOR THE BRIEF BREATHER YOU'VE ALLOWED HIM!



WELL? HAD ENOUGH, BIG FELLA?

THE SPOTS! I DON'T SEE 'EM ANY-MORE! AND--I FEEL JUST LIKE I ALWAYS USED TO--!



WHAT'S GOIN' ON IN HERE? WE HAD A REPORT OF A FIGHT!

WADDAYA EXPECT IN A GYM--MAYPOLE DANCIN'??

VERRRRRY FUNNY! LET'S HOPE IT'LL TICKLE THE JUDGE, TOO!



HEY! WE'VE BEEN LOOKING FOR YOU! YOU'RE THE CHARACTER WHO THINKS HE'S A ONE-MAN BULLDOZER!

I-I DIDN'T MEAN TO CAUSE ANY TROUBLE!

NO-- NEITHER DID KING, KONG!



HOLD IT, BOYS! I'LL TAKE CARE OF EVERYTHING! I'M HIS MANAGER!

MANAGER? WHAT HE NEEDS IS A GOOD LAWYER!

TOMMY! BOY, AM I GLAD TO SEE YOU!



